

EXECUTED IN 5 COUNTERPARTS
COUNTERPART NO. 3

RECORDATION NO. 5770 F Filed & Recorded

DEC 19 1975 - 2 20 PM

INTERSTATE COMMERCE COMMISSION

PULLMAN TRANSPORT LEASING COMPANY

EQUIPMENT TRUST

Series 1

SUPPLEMENTAL AGREEMENT NO. 5

Dated as of December 1 , 19 75

TO

EQUIPMENT TRUST AGREEMENT

Dated as of June 15, 1970

BY AND BETWEEN

FIRST NATIONAL CITY BANK, Trustee

AND

PULLMAN TRANSPORT LEASING COMPANY

SUPPLEMENTAL AGREEMENT NO. 5 (the "Supplement") dated as of December 1, 1975, to EQUIPMENT TRUST AGREEMENT (the "Agreement") dated as of June 15, 1970, by and between FIRST NATIONAL CITY BANK, a national banking association incorporated and existing under the laws of the United States, as Trustee (the "Trustee"), and PULLMAN TRANSPORT LEASING COMPANY, a corporation duly organized and existing under the laws of the State of Delaware (the "Company").

WHEREAS, in accordance with Section 5.08 of the Agreement the Company deposited cash with the Trustee on account of the equipment described in (2) below becoming worn out, unsuitable for use, lost or destroyed, and

WHEREAS, in accordance with Section 5.08 of the Agreement the Company wishes to sell, assign and transfer to the Trustee the equipment described in (1) below in exchange for payment by the Trustee of cash to the Company, and

WHEREAS, Section 12.01 of the Agreement authorized the Company and the Trustee to enter into this Supplemental Agreement without the consent of the holders of the Equipment Trust Certificates issued under the Agreement;

NOW THEREFORE, it is hereby agreed that Schedule A to the Agreement is hereby amended to:

- (1) add to such Schedule A and subject to the terms of the Agreement the following described equipment:

<u>Quantity</u>	<u>Description</u>	<u>Car Number</u>
28	16,300 gal. Ins. Tank Car	TLDX 216000-216027

and

- (2) delete from such Schedule A and release from the terms of the Agreement the following described equipment:

<u>Quantity</u>	<u>Description</u>	<u>Car Number</u>
1	16,300 gal. Ins. Tank Car	TLDX 216079
3	23,500 gal. Ins. Tank Car	TLDX 223035; 223043;223054
1	33,500 gal. Ins. Tank Car	TLDX 733119
2	50'-6", 70-ton Ins. Box Car	RSP 1326;1766
23	4427 cu.ft., 100-ton covered hopper	TLDX 6120;6123; 6138;6463-6471;6475; 7321;7340;7342; 7364;7380;7392; 7415;7419;7438; 7457
1	4740 cu.ft., 100-ton covered hopper	TLCX 30085
4	5650 cu.ft., 100-ton covered hopper	TLCX 38050;38114; 38174;38210

Except as amended herein, the Agreement will continue in full force and effect.

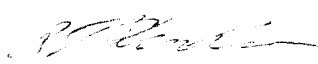
IN WITNESS WHEREOF, the Company and the Trustee have caused their names to be signed by their respective officers thereunto duly authorized and their respective corporate seals duly attested, to be hereunto affixed as of the day and year first written.

FIRST NATIONAL CITY BANK

BY 
TRUST

(Corporate Seal)

Attest:


Assistant Trust Officer.

ASST. CASHIER


PULLMAN TRANSPORT LEASING COMPANY

BY 

Vice President

(Corporate Seal)

ASSISTANT


Secretary

new york
STATE OF ILLINOIS,)
COUNTY OF ~~C O O K~~,) SS.:
new york

On this *15th* day of ~~DECEMBER~~, 19*75*, before me personally came
RALPH E. JOHNSON, to me known, who, being by me duly sworn, says
that he resides at 60 Gramercy Park North New York, N.Y., that
he is a TRUST OFFICER of FIRST NATIONAL CITY BANK, one of the
corporations described in and which executed the foregoing instrument; that
he knows the seal of said corporation; that the seal affixed to said instru-
ment is such corporate seal; that it was so affixed by authority of the
Board of Directors of said corporation, and that he signed his name thereto
by like authority.

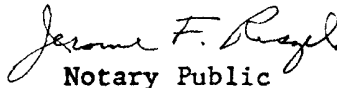

Notary Public

My Commission Expires

(Notarial Seal)

STATE OF ILLINOIS,)
COUNTY OF C O O K,) SS.:

On this 1st day of December, 1975, before me personally came
High W. Foster, to me known, who, being by me duly sworn, says
that he resides at *1442 So. Dearborn, Chicago, Illinois*, that
he is the *President* of PULLMAN TRANSPORT LEASING COMPANY, one
of the corporations described in and which executed the foregoing instru-
ment; that he knows the seal of said corporation; that the seal affixed to
said instrument is such corporate seal; that it was so affixed by order of
the Board of Directors of said corporation, and that he signed his name
thereto by like order.


Notary Public

My Commission Expires Feb. 21, 1978

(Notarial Seal)